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RECEIVED-FPSC
OCT 31 AM 10:07
COMMISSION
CLERK

October 30, 2008

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

080600-TP

Re: Notification of Internal Reorganization and Transfer of Assets, Including Certificate to Provide Interexchange Services, from Consolidated Communications Operator Services, Inc. to Consolidated Communications Network Services, Inc. (to be known as Consolidated Communications Enterprise Services, Inc., d/b/a Consolidated Communications Operator Services)

Petition for Waiver of Rule 25-4.118, Florida Administrative Code

Dear Sir or Madam:

We are hereby transmitting for filing with the Florida Public Service Commission (the "Commission") an original and sixteen copies of the Notification of Consolidated Communications Operator Services, Inc. ("CCOS") and Consolidated Communications Network Services, Inc., ("CCNS"), to be known as Consolidated Communications Enterprise Services, Inc., regarding the internal reorganization and transfer of assets, including certificate to provide interexchange services in Florida, to CCNS, and a Petition for Waiver of Rule 25-4.118.

CCOS, a sister company of CCNS, currently provides interexchange services in the state of Florida pursuant to a Certificate issued by the Florida Public Service Commission in Order No. PSC-03-0719-CO-TI, issued on June 17, 2003. CCOS and CCNS are both indirect subsidiaries of Consolidated Communications Holdings, Inc. ("CCH"), a publicly-traded corporation. In order to simplify its internal corporate structure for accounting, financial and internal management reasons, CCH is planning to combine a number of its existing direct and indirect subsidiaries. As is pertinent to this Notification, the business and assets of CCOS will be transferred to CCNS, and CCOS's corporate existence will cease. In addition, at the time of this internal corporate restructuring, CCNS's corporate name will be changed from Consolidated Communications Network Services, Inc. to Consolidated Communications Enterprise Services, Inc.

CCNS will thereafter carry on the telecommunications business and provide the telecommunications services currently provided by CCOS in Florida and other states. Accordingly, it is necessary for the CCNS to obtain issuance of a Certificate in its own name. CCNS plans to offer the same services currently offered by CCOS in Florida, at the same prices, terms and conditions as currently offered by CCOS. In addition, to avoid confusion to customers, CCNS plans to operate in Florida under the assumed name "Consolidated Communications Operator Services", and is in the process of registering to do business under this name with the Secretary of State of Florida.

COM _____
ECR _____
GCL _____
OPC | _____
RCP _____
SSC _____
SGA _____
ADM _____
CLK | _____

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

Florida Public Service Commission
October 30, 2008
Page 2

CCH seeks to effectuate the internal corporate restructuring described above on January 1, 2009. Accordingly, CCOS and CCNS respectfully request the Commission to take any necessary actions related to this Notification prior to December 31, 2008.

Please contact the undersigned if there are any questions concerning this Notification. Please file-stamp the enclosed additional copy of this letter and the Notification and return it to the undersigned in the pre-addressed, pre-paid envelope that has been included with this transmittal.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Owen E. MacBride". The signature is fluid and cursive, with the first letter of each word being capitalized and prominent.

Owen E. MacBride
Attorney for Consolidated Communications
Operator Services, Inc. and Consolidated
Communications Network Services, Inc., to be
known as Consolidated Communications
Enterprise Services, Inc.

Attachment:
Original and 16 copies

October 30, 2008

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Notification of Internal Reorganization and Transfer of Assets, Including Certificate to Provide Interexchange Services, from Consolidated Communications Operator Services, Inc. to Consolidated Communications Network Services, Inc. (to be known as Consolidated Communications Enterprise Services, Inc., d/b/a Consolidated Communications Operator Services)

Petition for Waiver of Rule 25-4.118, Florida Administrative Code

Dear Sir or Madam:

Consolidated Communications Operator Services, Inc. ("CCOS"), and Consolidated Communications Network Services, Inc. ("CCNS"), to be known as Consolidated Communications Enterprise Services, Inc. ("CCES"), d/b/a Consolidated Communications Operator Services (collectively, the "Parties"), through undersigned counsel, hereby notify the Florida Public Service Commission (the "Commission") of a proposed internal reorganization whereby CCOS, a sister corporation of CCNS, will transfer all of its assets, including its certificate to provide interexchange services granted by the Commission in Order No. PSC-03-0719-CO-T1, issued on June 17, 2003, to CCNS. Upon such transfer, the corporate existence of CCOS will be terminated, and CCNS (to be renamed CCES) will assume CCOS's operations. The Parties emphasize that the certificate transfer and the internal reorganization involves no change in the ultimate ownership or control of the Parties' operations and that customers will continue to receive the same quality services they currently receive from CCOS without any changes to the service offerings, rates, or terms and conditions.

CCOS does not, and CCNS will not, have a fixed base of subscribers because CCOS provides, and CCNS will provide, only operator services on an occasional, on-demand basis. CCOS bills and

collects for its services on a per-call basis at the time the services are provided, and does not render periodic billing statements to customers. Accordingly, attached as Exhibit 1 is a petition requesting a waiver of Rule 25-4.118, Florida Administrative Code, to allow CCOS to transfer its certificate to CCNS and implement the proposed internal reorganization without complying with the individual customer authorization and verification requirements and the 30-day prior written notification requirement, as these requirements are not relevant to the proposed internal reorganization and transfer of certificate.

Based on a review of the Florida Statutes and Commission Rules, the Parties understand that no other Commission action is required with respect to the proposed internal reorganization.

The Parties respectfully request expedited review and approval of the waiver petition to permit them to consummate the proposed internal reorganization effective January 1, 2009.

In support of this submission, the Parties state as follows:

I. Description of the Parties

A. Consolidated Communications Operator Services, Inc.

CCOS is a wholly-owned subsidiary of Consolidated Communications, Inc. ("CCP"), which is a wholly-owned subsidiary of Consolidated Communications Holdings, Inc. ("CCH"), a publicly-traded corporation organized under the laws of the State of Delaware. CCH is publicly traded on the NASDAQ Global Market under the symbol "CNLS". CCOS was incorporated under the laws of the State of Delaware, and a copy of CCOS's articles of incorporation is attached as Exhibit 2. CCOS obtained authority to do business in the State of Florida, and a copy of CCOS's certificate of authority to do business is attached as Exhibit 3. CCOS's mailing address is 350 South Loop 336 West, Conroe, Texas 77304.

In Florida, CCOS received its certificate to provide interexchange services granted by the Commission in Order No. PSC-03-0719-CO-T1, issued on June 17, 2003. CCOS is authorized to provide service in 21 states: Alabama, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Michigan, Mississippi, Minnesota, Missouri, Nebraska, Ohio, Oklahoma, Pennsylvania, South Carolina, South

Dakota, Tennessee, Texas, and Wisconsin.

B. Consolidated Communications Network Services, Inc.

CCNS is a sister corporation of CCOS and a wholly-owned subsidiary of CCI, which is a wholly-owned subsidiary of CCH, a publicly-traded corporation organized under the laws of the State of Delaware. CCNS was incorporated under the laws of the State of Delaware, and a copy of CCNS's articles of incorporation is attached as Exhibit 4. CCNS is in the process of filing for and obtaining authority to do business in Florida, and will make a supplemental filing of its certificate of authority from the Florida Secretary of State as a foreign corporation when received. CCNS is also in the process of filing for and obtaining registration of the trade name (d/b/a) "Consolidated Communications Operator Services", and will make a supplemental filing of its registration from the Florida Secretary of State when received. As stated above, Exhibit 3 is a copy of the certificate of authority to do business issued by the Florida Secretary of State granting CCNS's sister corporation CCOS authority to do business in Florida.

CCNS is providing telecommunications services pursuant to authorization granted by the applicable state commissions in ten states: Arizona, Colorado, Georgia, Illinois, Iowa, Indiana, Kentucky, Missouri, North Carolina and Ohio. In all states where CCNS does not have a Certificate of Public Convenience and Necessity and where permitted by law, CCOS and CCNS are seeking the transfer of the Certificates of Public Convenience and Necessity and authorizations of CCOS to CCNS, or issuance of a comparable new certificate to CCNS. In no instance has any application been denied or rejected.

II. Designated Contact

The designated contact for questions concerning this submission is:

Bill Terry
Senior Manager – Regulatory
Consolidated Communications Network Services, Inc., to be known as Consolidated
Communications Enterprise Services, Inc.
350 South Loop 336 West
Conroe, Texas 77304
Tel: 936-788-7421
Fax: 936-788-1229
Toll-Free: 1-866-896-3185
www.consolidated.com

bill.terry@consolidated.com

III. Description of Internal Reorganization

CCOS now desires to transfer all of the above described certificate and convey and transfer all of its assets to its sister corporation CCNS, so as to permit CCNS to provide all of CCOS's intrastate telecommunications services. As detailed below, CCNS seeks to continue the operations and service of its sister corporation CCOS, whose business and assets will be transferred to CCNS. Upon such transfer, the corporate existence of CCOS will be terminated. CCNS seeks to accomplish this transfer and to begin service on January 1, 2009.

It is planned that on January 1, 2009, which is scheduled to be the effective date of the transaction described in this submission, CCNS's corporate name will be changed to CCES. In accordance with the General Corporation Law of Delaware, this change of name will be effected by (i) adoption of a resolution by the Board of Directors of CCNS amending CCNS's articles of incorporation to change the corporate name to CCES, and (ii) filing the amendment to the articles of incorporation with the Delaware Secretary of State.

CCNS has six sister corporations, all of which are wholly-owned subsidiaries of CCI. CCI, in turn, is a wholly-owned subsidiary of CCH. CCH also owns two other sets of subsidiaries in addition to CCI. Specifically, CCH owns Consolidated Communications Acquisition Texas, Inc., which in turn directly owns five companies providing various telecommunications services primarily in the State of Texas, and indirectly owns partial interests in three additional companies providing various telecommunications services primarily in the State of Texas. CCH also owns North Pittsburgh Systems, Inc., which in turn directly owns three companies providing various telecommunications services primarily in the State of Pennsylvania. Exhibit 5 to this submission shows CCH and its current direct and indirect subsidiaries.

In order to simplify the overall CCH corporate structure, and to reduce and streamline internal and external management, financial, tax and regulatory accounting, recordkeeping and reporting

requirements, it is planned that on January 1, 2009, the businesses and assets of a number of the existing direct and indirect subsidiaries of CCH will be combined. As a result of this internal corporate restructuring, CCH will have one direct subsidiary, CCI. CCI in turn will have five directly-owned subsidiaries, including CCES. CCES in turn will have one wholly-owned subsidiary, Consolidated Communications of Pennsylvania Company, and several partially-owned subsidiaries. Exhibit 6 to this submission shows the corporate structure of CCH and its direct and indirect subsidiaries following the planned internal corporate restructuring.

In summary, to effectuate the planned corporate restructuring, the businesses and assets of a number of the current indirect subsidiaries of CCH will be transferred to CCNS, with CCNS (to be renamed *CCES*) the surviving corporation.

CCNS seeks to provide the same service in Florida that is presently provided by its corporate sister CCOS, whose business and assets will be transferred to CCNS. CCNS proposes offering these services throughout the State of Florida in the same manner currently provided by CCOS.

The Parties submit that the proposed internal reorganization will be transparent to customers. After the internal reorganization, CCNS will use the d/b/a name of Consolidated Communications Operator Services in order to avoid any confusion to or impact upon customers. Additionally, CCNS will use the same tariff currently on file for CCOS, with no change in prices, terms and conditions.

IV. Public Interest Statement

The Parties submit, in good faith, that the certificate transfer requested herein and the internal reorganization it will facilitate are consistent with the public interest by simplifying the overall corporate structure and streamlining internal and external management, financial, tax and regulatory accounting, and recordkeeping and reporting requirements. The internal reorganization involves no change in the ultimate ownership or control of the Parties' operations. Nor will the certificate transfer and the internal reorganization affect customers, who will continue to receive the same quality services they currently receive from CCOS without any changes to the service offerings, rates, or terms and conditions. CCNS

is fit and able properly to perform the services authorized by the certificate and to comply with all rules, regulations, and requirements of the Commission. CCNS, as a sister corporation of CCOS, has the managerial, technical, and financial qualifications to acquire the certificate of CCOS. Additionally, pursuant to the internal reorganization, CCNS will acquire the assets, revenues and employees of CCOS. Accordingly, the Parties' respectfully request that the Commission expeditiously approve this submission.

V. Conclusion

For the reasons stated herein, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this submission. Accordingly, the Parties respectfully request that the certificate to provide interexchange services granted by the Commission in Order No. PSC-03-0719-CO-T1, issued on June 17, 2003, be transferred to Consolidated Communications Network Services, Inc., to be known as Consolidated Communications Operator Services, Inc., and any and all other relief as necessary and appropriate to effect the internal reorganization described herein be granted. The Parties also respectfully request expedited review and approval of the waiver petition to permit them to consummate the proposed internal reorganization effective January 1, 2009.

Respectfully submitted this 30th day of
October, 2008.



Owen E. MacBride

Attorneys for Applicant:
Schiff Hardin LLP
Owen E. MacBride
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Chicago, IL 60606
(312) 258-5680
(312) 258-5837
omacbride@schiffhardin.com
lbuerger@schiffhardin.com

EXHIBIT 1

BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION

Joint Petition of)
)
Consolidated Communications Operator Services, Inc.)
)
and)
)
Consolidated Communications Network Services, Inc.)
(to be known as Consolidated Communications)
Enterprise Services, Inc., d/b/a Consolidated)
Communications Operator Services))
)
For Waiver of Rule 25-4.118, F.A.C., Local, Local Toll or)
Toll Provider Selection, in connection with the Transfer of)
Certificate to Provide Interexchange Services of)
Consolidated Communications Operator Services, Inc. to)
Consolidated Communications Network Services, Inc. (to)
be known as Consolidated Communications Enterprise)
Services, Inc., d/b/a Consolidated Communications)
Operator Services))

Docket No. _____

JOINT PETITION

I. Introduction

Consolidated Communications Operator Services, Inc. ("CCOS"), and Consolidated Communications Network Services, Inc. ("CCNS"), to be known as Consolidated Communications Enterprise Services, Inc. ("CCES"), d/b/a Consolidated Communications Operator Services (collectively, the "Petitioners"), through undersigned counsel, hereby petition the Florida Public Service Commission (the "Commission") for waiver of Rule 25-4.118, Florida Administrative Code, to allow CCOS to transfer its certificate to provide interexchange service to CCNS, and to implement an internal reorganization, *without complying with the individual customers authorization and verification requirements and the 30-day customer notification requirements of that Rule, as these requirements are not relevant to the circumstances of the proposed certificate transfer and internal reorganization.* Concurrent with this Joint Petition, Petitioners have submitted a letter to the Commission notifying it of a proposed internal reorganization that will result in CCOS's certificate to provide interexchange services being transferred to CCNS.

The Petitioners emphasize that CCOS does not, and CCNS will not, have a fixed base of subscribers because CCOS provides, and CCNS will provide, service on an occasional, on-demand basis. Therefore, CCOS does not have a base of customers to transfer to CCNS. Accordingly, the Petitioners seek to allow CCOS to transfer its certificate to provide interexchange services to CCNS, and to implement the proposed internal reorganization, without complying with the requirements of Rule 25-4.118.

The Petitioners respectfully request expedited review and approval of the waiver petition to permit them to transfer CCOS's certificate to CCNS, and to consummate the proposed internal reorganization, effective January 1, 2009.

In support of this Joint Petition, the Petitioners state as follows:

II. Description of the Parties

A. Consolidated Communications Operator Services, Inc.

CCOS is a wholly-owned subsidiary of Consolidated Communications, Inc. ("CCI"), which is a wholly-owned subsidiary of Consolidated Communications Holdings, Inc. ("CCH"), a publicly-traded corporation organized under the laws of the State of Delaware. CCH is publicly traded on the NASDAQ Global Market under the symbol "CNSL". CCOS was incorporated under the laws of the State of Delaware, and a copy of CCOS's articles of incorporation is attached as Exhibit A. CCOS obtained authority to do business in the State of Florida, and a copy of CCOS's certificate of authority to do business is attached as Exhibit B. CCOS's mailing address is 350 South Loop 336 West, Conroe, Texas 77304.

In Florida, CCOS received its certificate to provide interexchange services granted by the Commission in Order No. PSC-03-0719-CO-T1, issued on June 17, 2003. CCOS is authorized to provide service in 21 states: Alabama, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Michigan, Mississippi, Minnesota, Missouri, Nebraska, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, and Wisconsin.

B. Consolidated Communications Network Services, Inc.

CCNS is a sister corporation of CCOS and a wholly-owned subsidiary of CCI, which is a wholly-owned subsidiary of CCH a publicly-traded corporation, organized under the laws of the State of Delaware. CCNS was incorporated under the laws of the State of Delaware, and a copy of CCNS's articles of incorporation is attached as Exhibit C. CCNS is in the process of filing for and obtaining authority to do business in Florida, and will make a supplemental filing of its certificate of authority from the Florida Secretary of State as a foreign corporation when received. CCNS is also in the process of filing for and obtaining registration of the trade name (d/b/a) "Consolidated Communications Operator Services", and will make a supplemental filing of its registration from the Florida Secretary of State when received. As stated above, Exhibit B is a copy of the certificate of authority to do business issued by the Florida Secretary of State granting CCNS's sister corporation CCOS authority to do business in Florida.

CCNS is providing telecommunications services pursuant to authorization granted by the applicable state commissions in ten states: Arizona, Colorado, Georgia, Illinois, Iowa, Indiana, Kentucky, Missouri, North Carolina and Ohio. In all states where CCNS does not have a Certificate of Public Convenience and Necessity and where permitted by law, CCOS and CCNS are seeking the transfer of the Certificates of Public Convenience and Necessity and authorizations of CCOS to CCNS, or issuance of a comparable new certificate to CCNS. In no instance has any application been denied or rejected.

III. Designated Contact

The designated contact for questions concerning this Joint Petition is:

Bill Terry
Senior Manager – Regulatory
Consolidated Communications Network Services, Inc., to be known as Consolidated
Communications Enterprise Services, Inc.
350 South Loop 336 West
Conroe, Texas 77304
Tel: 936-788-7421
Fax: 936-788-1229
Toll-Free: 1-866-896-3185
www.consolidated.com
bill.terry@consolidated.com

IV. Rule to be Waived

Pursuant to Rule 25-4.118, Florida Administrative Code, a customer's interexchange telecommunications service provider shall not be changed without the customer's authorization. To make such a change, the carrier must either: (1) obtain a letter of agency from the customer requesting the change; (2) obtain confirmation from the customer via a customer-initiated call; or (3) utilize an independent third party to verify the customer's requested change. The basis for granting a waiver for interexchange carriers is set forth in Rule 25-24.455(2). Under that Rule, the Commission may consider whether the petition is in the public interest.

In the circumstance described in this Joint Petition, the Petitioners submit that it is in the public interest to waive Rule 25-4.118. Because of the nature of the telecommunications services it provides, namely operator services, CCOS does not have a fixed base of customers to be transferred to CCNS. The Petitioners assert that the proposed internal reorganization will be transparent to customers in the State of Florida. After the internal reorganization, CCNS will use the d/b/a name of Consolidated Communications Operator Services in order to avoid any confusion to or impact upon customers. Additionally, CCNS will use the same tariff currently on file for CCOS, with no change in prices, terms and conditions.

The Petitioners also assert that enforcement of Rule 25-4.118 would be unfair to and result in hardship for the Petitioners, in that compliance would be impossible, as CCOS does not have a fixed base of customers from whom to obtain authorization and to whom 30-day notice of the transaction can be given.. It would be unfair to hold CCOS and CCNS to requirements that plainly do not address their situation and with which they cannot reasonably comply. As described above, the Petitioners have provided for a seamless transition of CCOS's business and operations to CCNS with the least amount of disruption and confusion. Enforcement of Rule 25-4.118 would result in substantial hardship, if not impossibility for the Petitioners in achieving compliance, based on the lack of a fixed base of customers.

The Petitioners emphasize that CCOS does not, and CCNS will not, have a fixed base of subscribers because CCOS provides, and CCNS will provide, only operator services provided on an

occasional, on-demand basis. This fact obviates the need for authorization or notice because there is no fixed customer base that can be notified. CCOS bills and collects for its services on a per-call basis at the time the services are provided, and does not render periodic billing statements to customers. This will also be true for CCNS. CCOS does, and CCNS will, make all rates, terms and conditions available upon request and by posting the information on its website. In addition, CCOS's/CCNS's personnel can inform customers seeking to use the operator services and related services of CCOS/CCNS what the charges will be for a service before the customer selects the service.

The Commission has granted petitions for waivers when the particular circumstances warranted, including Order No. PSC-08-0076-CO-TI (Primus Telecommunications, Inc./Least Cost Routing, Inc.) in Docket No. 070700-TI; Order No. PSC-03-0793-CO-TI (Broadwing Communications Services Inc./C III Communications Operations, LLC) in Docket No. 030288-TI; Order No. PSC-03-0252-PAA-TP (Mpower Communications Corp./Florida Digital Network, Inc.) in Docket No. 030080; Order No. PSC-01-0812-PAA-TP (Verizon Florida, Inc./Select Services Inc.) in Docket No. 010030-TP; Order No. PSC-00-1520-PAA-TI (PNG Telecommunications/Broadwing) In Docket No. 000764-TI; Order No. PSC-00-2198-PAA-TI (TTI National/Minimum Rate Pricing) in Docket No. 000825-TI; and Order No. PSC-00-2491-PAA-TI (Verizon) in Docket No. 001669-TI.

The Petitioners respectfully request an expedited waiver of Rule 25-4.118 to allow the transfer of CCOS's certificate to provide interexchange services to CCNS, and the implementation of the proposed internal reorganization, without Petitioners complying with the individual customer authorization and verification requirements and the 30-day advance written notice to customers requirement of that Rule, so as to permit Petitioners to transfer CCOS's certificate to CCNS and to consummate the proposed internal reorganization effective January 1, 2009.

V. Conclusion

For the reasons stated herein, the Petitioners respectfully request that the Commission grant the Joint Petition and waive the requirements of Rule 25-4.118, Florida Administrative Code, to allow CCOS to transfer its certificate to provide interexchange services to CCNS without Petitioners complying with

the individual customer authorization and verification requirements or the 30-days advance written notification to customers requirement of that Rule. The Parties also respectfully request expedited review and approval of this Joint Petition to permit them to transfer CCOS's certificate to provide interexchange services to CCNS, and to consummate the proposed internal reorganization, effective January 1, 2009.

Respectfully submitted this 30th day of
October, 2008.

A handwritten signature in black ink, appearing to read 'Owen E. MacBride', with a stylized, cursive script.

Owen E. MacBride

Attorneys for Applicant:
Schiff Hardin LLP
Owen E. MacBride
Lorraine M. Buerger
6600 Sears Tower
Chicago, IL 60606
(312) 258-5680
(312) 258-5837
omacbride@schiffhardin.com
lbuerger@schiffhardin.com

EXHIBIT A

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRD DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.".



3550865 8100H

071326593

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6241338

DATE: 12-14-07

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Operator Services, Inc.

2.

The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto.

4.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares (100), all of which shall be common stock of \$.01 par value.

5.

The name and mailing address of the Incorporator are: Barrett D. Massey, c/o King & Spalding, 1185 Avenue of the Americas, New York, New York 10036-4003.

6.

The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.

7.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.


Barrett D. Massey
Incorporator

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Consolidated Communications Operator Services, Inc..

2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Loockerman Street, Suite 1B, City of Dover 19901, County of Kent.

3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.

4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on August 21, 2003.

Steven L. Childers

Steven L. Childers, Vice President of Finance

**State of Delaware
Secretary of State
Division of Corporations
Delivered 08:30 AM 09/03/2003
FILED 08:30 AM 09/03/2003
SRV 030568475 - 3550865 FILE**

EXHIBIT B

State of Florida



Department of State

I certify from the records of this office that CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on September 16, 2002.

The document number of this corporation is F02000004706.

I further certify that said corporation has paid all fees due this office through December 31, 2002, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of September, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

EXHIBIT C

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

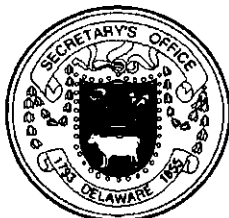
CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC.".

3550868 8100H

080822355



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6755383

DATE: 07-28-08

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Network Services, Inc.

2.

The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto.

4.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares (100), all of which shall be common stock of \$.01 par value.

5.

The name and mailing address of the Incorporator are: Barrett D. Massey, c/o King & Spalding, 1185 Avenue of the Americas, New York, New York 10036-4003.

6.

The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.

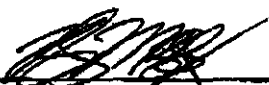
7.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.



Barrett D. Massey
Incorporator

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Consolidated Communications Network Services, Inc..
2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Loockerman Street, Suite 1B, City of Dover 19901, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on 9/18/03.

Steven L. Childers

Steven L. Childers, Vice President of Finance

EXHIBIT 2

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRD DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.".



3550865 8100H

071326593

You may verify this certificate online
at corp.delaware.gov/authvar.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6241338

DATE: 12-14-07

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Operator Services, Inc.

2.

The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto.

4.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares (100), all of which shall be common stock of \$.01 par value.

5.

The name and mailing address of the Incorporator are: Barrett D. Massey, c/o King & Spalding, 1185 Avenue of the Americas, New York, New York 10036-4003.

6.

The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.

7.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.


Barrett D. Massey
Incorporator

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Consolidated Communications Operator Services, Inc..

2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Loockerman Street, Suite 1B, City of Dover 19901, County of Kent.

3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.

4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on August 21, 2003.

Steven L. Childers

Steven L. Childers, Vice President of Finance

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:30 AM 09/03/2003
FILED 08:30 AM 09/03/2003
SRV 030568475 - 3550665 FILE

EXHIBIT 3

State of Florida



Department of State

I certify from the records of this office that CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on September 16, 2002.

The document number of this corporation is F02000004706.

I further certify that said corporation has paid all fees due this office through December 31, 2002, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of September, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

EXHIBIT 4

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

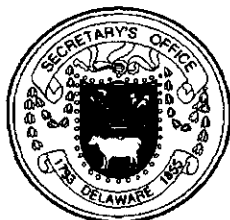
CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC.".

3550868 8100H

080822355

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6755383

DATE: 07-28-08

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Network Services, Inc.

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The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

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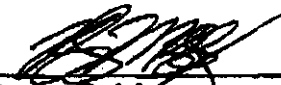
7.

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8.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.



Barrett D. Massey
Incorporator

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4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on 9/18/03.

Steven L. Childers

Steven L. Childers, Vice President of Finance

EXHIBIT 5

Consolidated Communications Current Corporate Structure

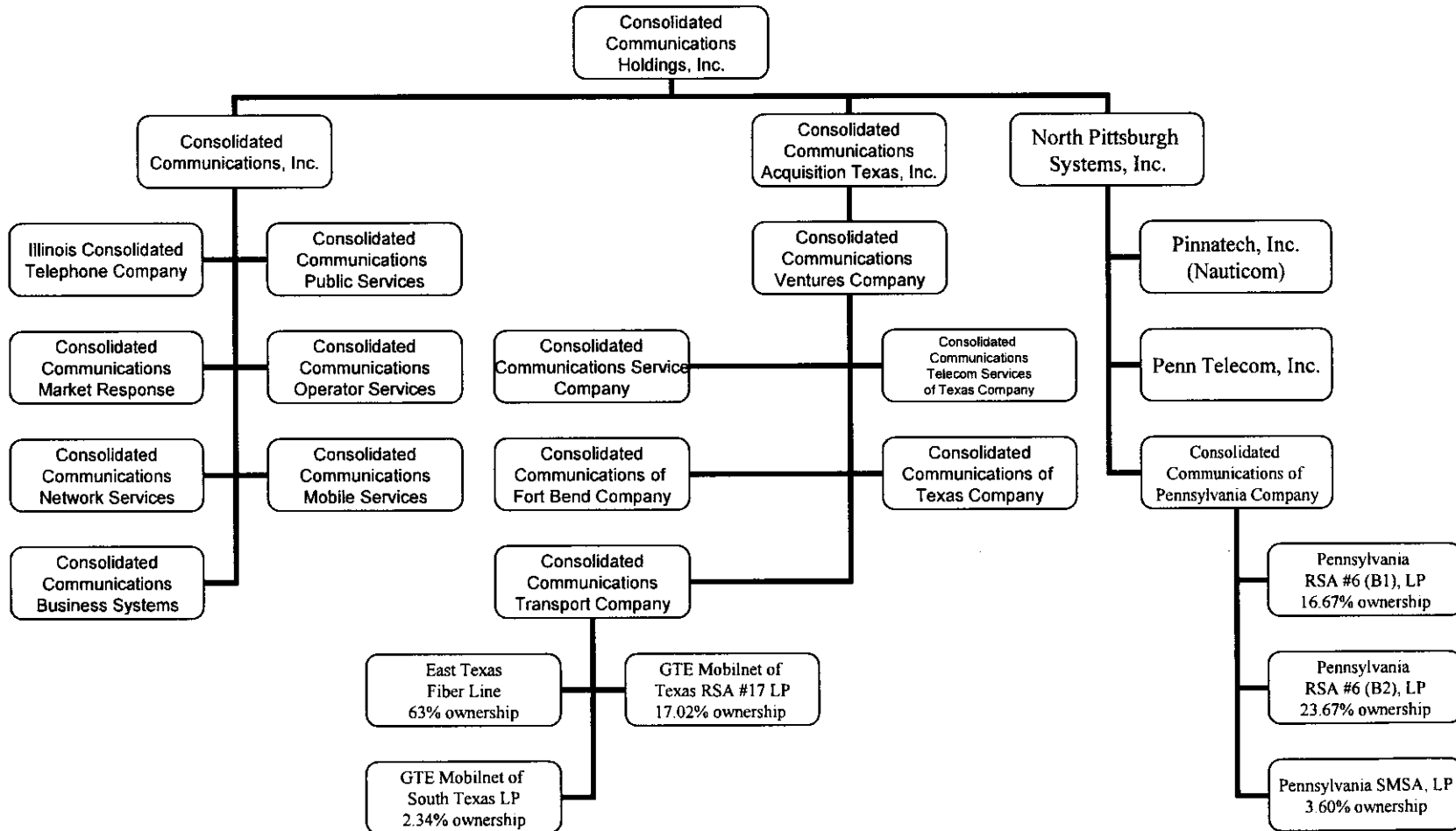


EXHIBIT 6

Consolidated Communications Final Revised Corporate Structure

